

EXHIBIT “C”

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

OTR MEDIA GROUP INC.,

Case No. 1-11-47385 (ESS)

Debtor.

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**ORDER FOR RETENTION OF GOETZ FITZPATRICK LLP
AS DEBTOR'S COUNSEL**

UPON the application (the "Application") dated August 25, 2011 of OTR Media Group Inc., the debtor and debtor in possession (the "Debtor"), seeking entry of an Order authorizing the employment of Goetz Fitzpatrick LLP ("GFLLP") as its attorneys in this Chapter 11 proceeding under the provisions of a general retainer; and upon the annexed affirmation of Gary M. Kushner, Esq., dated August 24, 2011 (the "Kushner Affirmation"); and it appearing that GFLLP has no present connection with any of the creditors of the Debtor, and further, that GFLLP represents no adverse interest to the Debtor or the estate; and it appearing that it is necessary for the Debtor to retain GFLLP; and it appearing that no other or further notice need be given; and

UPON the record of the hearings before the Court on October 25, 2011 and November 29, 2011 (the "Hearings") where the Court considered the Application, the objection of the United States Trustee dated October 18, 2011; the response of Metropolitan National Bank dated October 18, 2011; the response of the City of New York dated October 18, 2011, the objection of Metropolitan National Bank dated November 22, 2011 and the objection of the City of New York dated November 28, 2011 (collectively, the "Responses"); and

WHEREAS each of the Responses having been resolved at the Hearings based upon the representation of Gary M. Kushner, a partner of GFLLP, that (i) the firm would withdraw as counsel for all landlord/plaintiffs in all pending proceedings including the Adversary Proceeding No. 1-11-01448 (ess) pending in this Court and Case no. 11-cv-1392 pending in the United States District Court, Eastern District of New York (all such actions, together, the “Landlord Actions”), (ii) the firm would not represent any of the Debtor’s landlords in this chapter 11 case or any other case including the Landlord Actions; and (iii) no further cash collateral of Metropolitan National Bank (“MNB”) would be used on a going forward basis to fund the landlord plaintiffs’ interests in the prosecution of the Landlord Actions provided, however, that use of MNB’s cash collateral may be used on a going forward basis to the extent consented to by MNB in existing and future cash collateral stipulations or orders in connection with the prosecution of the Debtor’s interests in the Landlord Actions; and after due deliberation and good and sufficient cause appearing therefore and as modified on the record of the Hearing; it is hereby

ORDERED that in accordance with Bankruptcy Code section 327(a) and 1107, the Debtor is authorized to retain and employ GFLLP as the Debtor’s attorney in the within chapter 11 proceeding under a general retainer effective as of August 25, 2011; and it is further

ORDERED that GFLLP is authorized to render necessary legal services as enumerated and on the terms set forth in the Application and in the Kushner Affirmation, and it is further

ORDERED that all compensation to be paid to GFLLP shall be made only by proper application and order of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Procedure for the Eastern District of New York, and any applicable orders of this Court; and it is further

ORDERED that upon entry of this order authorizing GFLLP's retention and Debtor's counsel, GFLLP is deemed to have waived its pre-petition claims against the Debtor.

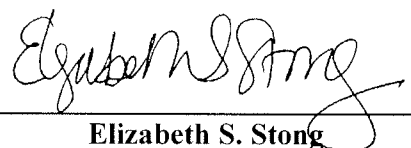
No Objection:

/s/ William E. Curtin 12/14/11
Office of the United States Trustee
William E. Curtin, Trustee

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**Dated: Brooklyn, New York
December 16, 2011**




Elizabeth S. Stong
United States Bankruptcy Judge